

RECORDATION NO 21742-0 FILED

NOV 21 '07

2-50 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2<sup>nd</sup> DAY AIR

November 19, 2007

## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

Mr. Vernon E. Williams  
Surface Transportation Board  
395 E. Street SW, Suite 100  
Washington, DC 20423-0001  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 23, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21742.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Lessee: Archer Daniels Midland Co.  
4666 Faries Parkway  
Decatur, IL 62525

A description of the railroad equipment covered by the enclosed document is forty-seven (47) 4600/4750 cu. ft. covered hopper cars, with FURX, NDYX, NOKL and PRAX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

(ADM068)

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ASSGN. NO.: ADM068

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 23<sup>rd</sup> day of October, 2007 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Archer Daniels Midland Company ("Lessee"), a Delaware corporation.

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 25, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 70 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 1, 2007 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOURBy: Susan GrokowskyTitle: VICE PRESIDENT, SURFACE TRANSPORTATION BOARDName: SUSAN GROKOWSKYTitle: ASST. DIRECTOR OF DOCUMENTATION Executed on this 23<sup>rd</sup> day of October, 2007.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

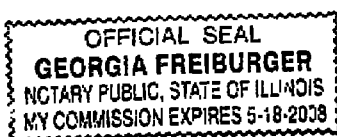
I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 23<sup>rd</sup> day of October, 2007.

Georgia Freiburger  
Notary Public

My Commission Expires:

5 2008  
(Notary Public)



LESSEE:

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF Macon

I, Rebecca A. Voigt, a Notary Public of the County and State  
aforesaid, certify that Randy Neumayer personally appeared before me this day and  
acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 15<sup>th</sup> day of October, 2007

Rebecca A. Voigt  
Notary Public

Commission Expires:

6/7/09  
(Notary Public)



**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

NUMBER OF CARS: Forty-seven (47)

DESCRIPTION OF CARS: 4600/4750 cu. ft. capacity, covered hopper Cars with gravity gates and trough hatches.

CAR NUMBERS:

FURX	816469	NDYX	823970
FURX	818603	NDYX	823972
FURX	818608	NDYX	823977
FURX	818686	NDYX	823997
FURX	823104	NDYX	823998
FURX	825971	NDYX	828220
FURX	828805	NDYX	828358
FURX	829023	NDYX	828558
FURX	831273	NDYX	828660
NDYX	475002	NDYX	828690
NDYX	475006	NDYX	828736
NDYX	475027	NDYX	829501
NDYX	475034	NDYX	830332
NDYX	475313	NDYX	830642
NDYX	475314	NDYX	831031
NDYX	475318	NDYX	833229
NDYX	475321	NDYX	833249
NDYX	475324	NOKL	822037
NDYX	818728	NOKL	824557
NDYX	818929	NOKL	830516
NDYX	818988	PRAX	818773
NDYX	821976	PRAX	823853
NDYX	822475	PRAX	823872
NDYX	823567		